

RECORDATION NO. 18944
AUG 24 1994 3 10 PM
INTERSTATE COMMERCE COMMISSION

MEMORANDUM OF LEASE SUPPLEMENT NO. 1 (UPRR 1994B-X)

Memorandum of Lease Supplement No. 1 made and entered into as of August 25, 1994 by and between Little Rock Locomotive Lease Co., Ltd., a Cayman Islands corporation ("Lessor") and Union Pacific Railroad Company, a Utah corporation ("Lessee").

WITNESSETH:

1. The undersigned have entered into that certain Lease Agreement (UPRR 1994B-X) (the "Lease Agreement"), dated as of August 25, 1994, effective as of the date first set forth hereinabove and subject to the term defined in said Lease Agreement.

2. A memorandum of said Lease Agreement is being recorded with the Interstate Commerce Commission concurrently herewith pursuant to Section 11303 of Title 49 of the United States Code.

3. The undersigned have entered into that certain Lease Supplement No. 1 (UPRR 1994B-X), dated August 25, 1994, whereby the terms and provisions of the above-described Lease Agreement are made applicable to certain locomotives bearing road numbers as listed on Exhibit A attached hereto.

IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date and year first above written.

[CORPORATE SEAL]

LITTLE ROCK LOCOMOTIVE LEASE CO., LTD.

By [Signature]
Name: **Leonard B. Shavel**
Title: **Vice President**

Executed on this 19 day of August, 1994.

[CORPORATE SEAL]

UNION PACIFIC RAILROAD COMPANY

By _____
Name: **John B. Larsen**
Title: **Assistant Treasurer**

Executed on this ____ day of August, 1994.

MEMORANDUM OF LEASE SUPPLEMENT NO. 1 (UPRR 1994B-X)

Memorandum of Lease Supplement No. 1 made and entered into as of August 25, 1994 by and between Little Rock Locomotive Lease Co., Ltd., a Cayman Islands corporation ("*Lessor*") and Union Pacific Railroad Company, a Utah corporation ("*Lessee*").

WITNESSETH:

1. The undersigned have entered into that certain Lease Agreement (UPRR 1994B-X) (the "*Lease Agreement*"), dated as of August 25, 1994, effective as of the date first set forth hereinabove and subject to the term defined in said Lease Agreement.

2. A memorandum of said Lease Agreement is being recorded with the Interstate Commerce Commission concurrently herewith pursuant to Section 11303 of Title 49 of the United States Code.

3. The undersigned have entered into that certain Lease Supplement No. 1 (UPRR 1994B-X), dated August 25, 1994, whereby the terms and provisions of the above-described Lease Agreement are made applicable to certain locomotives bearing road numbers as listed on Exhibit A attached hereto.

IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date and year first above written.

[CORPORATE SEAL]

LITTLE ROCK LOCOMOTIVE LEASE CO., LTD.

By _____
Name:
Title:

Executed on this ____ day of August, 1994.

[CORPORATE SEAL]

UNION PACIFIC RAILROAD COMPANY

By John B. Larsen
Name: John B. Larsen
Title: Assistant Treasurer

Executed on this 19th day of August, 1994.

STATE OF New York)
) SS.:
COUNTY OF New York)

On this, the 19th day of August, 1994, before me, a Notary Public in and for said County and State, personally appeared Harold B. Staveland, who being by me duly sworn, says that (s)he is the Vice President of LITTLE ROCK LOCOMOTIVE LEASE CO., LTD., that the seal affixed to the foregoing instrument is the seal of said corporation, that said instrument was signed and sealed on August 19 1994 on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

Allen J. Tard
Name: _____
Notary Public
My Commission Expires: March 30, 1995
Residing in NY, NY
NOTARY PUBLIC, State of New York
No. 31-4849429
Qualified in New York County

STATE OF _____)
) SS.:
COUNTY OF _____)

On this, the _____ day of August, 1994, before me, a Notary Public in and for said County and State, personally appeared John B. Larsen, who being by me duly sworn, says that he is the Assistant Treasurer of UNION PACIFIC RAILROAD COMPANY, that the seal affixed to the foregoing instrument is the seal of said corporation, that said instrument was signed and sealed on August __, 1994 on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

Name: _____
Notary Public
My Commission Expires: _____
Residing in _____

STATE OF _____)
) SS.:
COUNTY OF _____)

On this, the _____ day of August, 1994, before me, a Notary Public in and for said County and State, personally appeared _____, who being by me duly sworn, says that (s)he is the _____ of LITTLE ROCK LOCOMOTIVE LEASE CO., LTD., that the seal affixed to the foregoing instrument is the seal of said corporation, that said instrument was signed and sealed on August __, 1994 on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

Name:
Notary Public
My Commission Expires:
Residing in _____

COMMONWEALTH

STATE OF PENNSYLVANIA)
) SS.:
COUNTY OF LEHIGH)

On this, the 19th day of August, 1994, before me, a Notary Public in and for said County and State, personally appeared John B. Larsen, who being by me duly sworn, says that he is the Assistant Treasurer of UNION PACIFIC RAILROAD COMPANY, that the seal affixed to the foregoing instrument is the seal of said corporation, that said instrument was signed and sealed on August 19, 1994 on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

Kathleen F. Owens
Name:
Notary Public
My Commission Expires:
Residing in _____

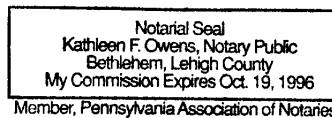


EXHIBIT A

UNITS

EQUIPMENT	QUANTITY	ROAD NUMBERS
General Electric Dash 9-44CW Diesel Electric Locomotives	Twenty (20)	UP 9700 through UP 9719, inclusive